

THOMAS COOK (INDIA) LIMITED

Registered Office: Thomas Cook Building, Dr. D N Road, Fort, Mumbai – 400 001
Phone: +91-22-6160 3333 | Fax: +91-22-2287 1069 | CIN: L63040MH1978PLC020717
Website: www.thomascook.in | E-mail id: enquiry@in.thomascook.com



POSTAL BALLOT (PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014)

Dear Shareholders,

NOTICE is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Rule 20, 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules') (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force), the Resolutions appended hereunder for:

- (a) Authority to make loan(s) and/or investment(s) and/or to provide guarantee(s) and/or security(ies) to the bodies corporate and/or any other person, situated within or outside the country, as the case may be.
- (b) Authority to offer, invite subscriptions for secured or unsecured, redeemable Non Convertible Debentures (NCD's), in one or more tranches, on private placement basis.

The aforesaid resolutions are proposed to be passed by the Members through Postal Ballot / Electronic Voting (E-Voting).

Accordingly, the said Resolutions along with the Statement setting out the material facts and reasons thereto, are appended below and a Postal Ballot Form is enclosed for your consideration.

The Board has appointed Mr. P. N. Parikh [FCS:327] of M/s. Parikh & Associates, Practicing Company Secretaries, as Scrutinizer for conducting the voting process through Postal Ballot Form including Electronic Voting (E-Voting) in accordance with the law and in a fair and transparent manner.

The Board had appointed Mr. Madhavan Menon, Managing Director and Mr. Rambhau R. Kenkare, President & Head – Legal & Company Secretary, of the Company as the person(s) responsible for the entire Postal Ballot process.

E-Voting Option: In compliance with Clause 35B of the Listing Agreement and Section 110 of the Companies Act, 2013 and rules made thereunder, the Company is pleased to provide an option to the members holding shares in demat form and in physical form, to vote on the Postal Ballot by way of E-Voting to enable members to cast their vote electronically. Voting by electronic mode may be a more convenient means for exercising the voting rights and may help to increase members' participation in the decision-making process.

The Company has appointed National Securities Depository Limited (NSDL) to provide E-Voting facility to its members. Members having shares in demat form and in physical form may vote either by way of Postal Ballot Form or by way of E-Voting. Shareholders can opt for only one mode of voting i.e. either by E-Voting or Postal Ballot Form. In case the member has exercised in the physical as well as electronic mode, the valid vote through E-Voting only will be considered.

You are requested to carefully read the E-Voting instructions as appended to this Notice, before casting your vote on E-Voting .URL: <https://www.evoting.nsdl.com>.

The voting period commences on and from Sunday, 23rd August, 2015 at 9.00 a.m. and ends on Monday, 21st September, 2015 at 5.00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 14th August, 2015, may cast their vote electronically or by Postal Ballot Form. The E-Voting module will be disabled by NSDL for voting thereafter and Postal Ballot Form received after the end of voting period will be considered as invalid. A person who is not a Member as on the cut-off date, should treat this Postal Ballot Notice as for information purposes only.

You are requested to carefully read the instructions printed on the Postal Ballot Form and return the same duly completed (no other form or photocopy thereof is permitted), in case of voting by Postal Ballot Form, in the attached self addressed business reply envelope (if posted in India) so as to reach the Scrutinizer or cast the votes by electronic mode, as applicable, not later than 05.00 p.m. on Monday, 21st September, 2015. Upon completion of the scrutiny of the Postal Ballot Forms and E-Voting, the Scrutinizer shall submit his report to the Company.

Accordingly, this Notice is hereby given to the Members of the Company for seeking the approval of the members by way of Postal Ballot, for the following Resolutions, together with the Explanatory Statement as required under Section 102 of the Companies Act, 2013 setting out the material facts and reasons for the Resolutions, along with a Postal Ballot Form for your consideration:

1. Authority to make loan(s) and/or investment(s) and/or to provide guarantee(s) and/or security(ies) to the bodies corporate and/or any other person, situated within or outside the country, as the case may be.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT, pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014 ('Rules'), including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force, and subject to provisions of Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions and provisions of other applicable laws, regulations, rules, guidelines including those issued by Reserve Bank of India and such other concerned regulatory authority(ies), from time to time, as may be applicable, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee or authorised person(s) which the Board has constituted or appointed to exercise its powers, as the case may be, including the powers, conferred by this Resolution), to make loan(s), and/or grant inter-corporate deposit(s) in one or more tranches, to the bodies corporate and/or any other person, situated within or outside the country, as the case may be, from time to time, and/or to give guarantee(s)/ to provide any security(ies) in connection with loan(s) (including fund based or non-fund based) made either in Rupee or in any other foreign currency to the bodies corporate and/or any other person, situated within or outside the country, as the case may be and/or to make investment in one or more tranches by acquisition, subscription, purchase, transfer or otherwise of the securities of bodies corporate, and/or any other person, situated within or outside the country, as the case may be either through itself and/or through one or more of its subsidiary(ies), including but not limited to acquire 100% of the shares of each of Kuoni Travel (India) Private Limited and Kuoni Travel (China) Limited, for an amount not exceeding Rs. 5,350,000,000/- (Rupees Five Hundred Thirty Five Crore Only), notwithstanding that the aggregate so far of all loan(s), guarantee(s), security(ies) and investment(s) including those so far granted/provided/made and/or to be granted/provided/made in or to, any bodies corporate and/or any other person, situated within or outside the country, as the case may be, exceeds the limits prescribed under Section 186 of the Act;

RESOLVED FURTHER THAT, the aforesaid investment(s), loan(s), guarantee(s) and security(ies) be made out of own /surplus funds, share capital, internal accruals, etc. and/or such other permissible mode(s), as the Board may deem fit, in the best interest of the Company, subject to applicable law(s) and any regulatory approval(s), as may be required;

RESOLVED FURTHER THAT, if the aforesaid proposed transaction(s) is construed as related party transaction(s) under the any applicable law(s), then said transaction(s), be and is approved by the members without being required to seek any further consent or approval from Members or otherwise to the end and intend that they shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT, the Board be and is hereby authorised to determine the time and manner of granting of such loan(s)/guarantee(s)/security(ies), making investment(s), the actual sums to be provided thereunder within the above sanctioned limits, and to finalise, settle and execute such documents, deeds, writings, papers, agreements, etc., as may be required, for the said purpose, and to complete the transaction with such modification(s) as may be required by any of the concerned regulatory authority(ies) and to do all such acts, deeds, matters and things as may in its absolute discretion deem necessary, fit, proper or desirable to give effect to the foregoing resolution."

2. Authority to offer, invite subscriptions for secured or unsecured, redeemable Non Convertible Debentures (NCD's), in one or more tranches, on private placement basis.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT, pursuant to the provisions of Sections 23, 42, 71 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof, for the time being in force, and pursuant to the provisions of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended from time to time and subject to the provisions of the Articles of Association of the Company, and subject to such approvals, consents, sanctions and permissions as may be necessary and provisions of other applicable laws, regulations, rules, guidelines including those issued by Reserve Bank of India and such other regulatory authority, from time to time, as may be applicable, as the case may be, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee or authorised person(s) which the Board has constituted or appointed to exercise its powers, as the case may be, including the powers, conferred by this Resolution), to offer or invite subscriptions for secured / unsecured redeemable Non Convertible Debentures (NCD's), in one or more series / tranches, aggregating up to Rs. 3,000,000,000/- (Rupees Three Hundred Crore Only), on private placement, on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and most beneficial to the Company including as to when the said Debentures be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected therewith or incidental thereto;

RESOLVED FURTHER THAT, the Board be and is hereby authorised to finalise, settle and execute such documents, deeds, writings, papers, agreements, etc., as may be required, for the said purpose, and to complete the transaction with such modification(s) as may be required by any of the concerned regulatory authority(ies) and to do all such acts, deeds, matters and things as may in its absolute discretion deem necessary, fit, proper or desirable to give effect to the foregoing resolution."

Registered office:

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Phone: +91-22-6160 3333
Fax: +91-22-2287 1069
Website: www.thomascook.in
E-mail: enquiry@in.thomascook.com
Mumbai, 14th August, 2015

By Order of the Board

Rambhau R. Kenkare
FCS-3296

President & Head – Legal & Company Secretary

NOTES AND INSTRUCTIONS:

1. The Statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposals is annexed herewith.
2. Documents/papers etc., related to the above mentioned Resolutions, if any, are open for inspection at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on all working days except Saturdays, Sundays and Public Holidays upto Monday, 21st September, 2015.
3. The voting rights for the shares are one vote per equity share, registered in the name of the shareholders/ beneficial owners as on 14th August, 2015. A member need not use all his/her votes or cast his/ her votes in the same way.
4. Voting by Postal Ballot Form or E-Voting, can be exercised only by the shareholders or his/her duly constituted attorney or, in case of bodies corporate, the duly authorized person. The voting rights in the Postal Ballot cannot be exercised by a Proxy and any recipient of the Notice who has no voting right should treat the Notice as intimation only.
5. Voting period commences on and from Sunday, 23rd August, 2015 at 9.00 a.m. and ends on Monday, 21st September, 2015 at 5.00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 14th August, 2015, may cast their vote electronically or by

Postal Ballot form. The E-Voting module will be disabled by NSDL for voting thereafter and Postal Ballot Form received after the end of voting period will be considered as invalid. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

6. In case of any queries pertaining to E-Voting, you may refer to the Frequently Asked Questions (FAQs) for members and E-Voting user manual for members available at the Downloads sections of <http://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990 or contact Mr. Rajiv Ranjan, Assistant Manager, National Securities Depository Limited, Trade World, A Wing, 4th and 5th Floors, Kamala Mills Compound, Lower Parel, Mumbai – 400 013, Maharashtra at the designated email ids: evoting@nsdl.co.in or rajivr@nsdl.co.in or at telephone nos. (022) 249946000/ (022) 2499-4738 who will also address the grievances connected with the voting by electronics means and in case of any queries or issues regarding Postal Ballot process including voting by Postal Ballot Form, please contact Mr. Deepak Tambe, Associate Manager, M/s. TSR Darashaw Limited; 6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr. E Moses Road, Mahalakshmi, Mumbai- 400 011, Maharashtra at the designated email id: csg-unit@tsrdarashaw.com or at telephone no. (022) 66568484.
7. Shareholders can opt for only one mode of voting i.e. either by Postal Ballot Form or E-Voting. In case the member has exercised the vote in Postal Ballot Form as well as E-Voting, the valid vote through E-Voting only will be considered.
8. Based on the Scrutinizer's Report to the Chairman of the Company, the results of postal ballot shall be declared by Chairman or any Director authorized by him on 24th September, 2015 at registered office of the Company at Thomas Cook Building, Dr. D. N. Road, Fort, Mumbai – 400 001 on or before 6:00 p.m. and the same be placed, along with the Scrutinizer's Report, on the website of the company viz; www.thomascook.in, besides being communicated to the stock exchanges on which the Company's securities are listed. The result will also be published in the newspaper circulating in district in which the Registered Office of the Company is located. Such Results, alongwith the Scrutinizer's Report will be forwarded to the Depository Participants and Registrar and Share Transfer Agent, for the information of the Members. Further, the result of voting along with the Scrutinizer's Report shall be displayed on the Notice Board of the Company at the registered office of the Company. In the event, the proposed Resolutions are approved by the requisite majority of the members, the date of passing of the said Resolutions will be Monday, 21st September, 2015 being the last date for receipt of Postal Ballot Forms/casting of votes by E-Voting.
9. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited as on 14th August, 2015. In accordance with the provisions of Section 101 and other applicable provisions of the Companies Act, 2013, read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, as amended, the Postal Ballot Notice along with Postal Ballot Form is also being sent by email to those Members who have registered their email addresses with their Depository Participants (in case of shares held in demat form) or with the Company's Registrar and Share Transfer Agent (in case of shares held in physical form). For Members whose Email IDs are not registered, physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent by permitted mode (i.e. through registered or speed post or through courier), along with a postage prepaid self addressed Business Reply Envelope.
10. Members who have not received the Postal Ballot Form and are desirous of seeking a duplicate form or who has been sent this Postal Ballot Notice electronically does not want to avail E-Voting facility organized through NSDL, may send a request on e-mail id: share@in.thomascook.com by mentioning his/her Folio / DP ID and Client ID No. for obtaining the Notice and Postal Ballot Form in physical form from the Company. The Member has to send back the Postal Ballot form, duly completed, so as to ensure that it reaches the Scrutinizer on or before Monday, 21st September, 2015 by 5.00 p.m. failing which, it will be strictly considered that no reply has been received from the Member.
11. Members may also note that the Notice of the Postal Ballot will also be available on the Company's website www.thomascook.in.

12. The process and manner for E—Voting are as under:

(A) In case of Shareholders receiving e-mail from NSDL

- (i) For Members whose e-mail addresses have been registered: open the attached PDF file [“thomascok E-Voting.pdf”] giving your Client ID or Folio No. as default password, which file contains your “User Id” and “Password for E-Voting”. For Members who have not registered their email ids: please refer to the user- id and password printed on the Postal Ballot Form.
- (ii) Please note that the password is an initial password.
- (iii) Open internet browser by typing the URL: <https://www.evoting.nsdl.com>.
- (iv) Click on “Shareholder” – “Login”.
- (v) Put User Id and password as initial password as mentioned in step (i) above and Login.
- (vi) Password Change Menu appears. Change the password with the new password of your choice with minimum 8 digits/ characters or combination thereof.
- (vii) Home page of “E-Voting” opens. Click on “E-Voting-Active Voting Cycles”.
- (viii) Select “EVEN” of Thomas Cook (India) Limited which is 102585 for casting your vote.
- (ix) Now you are ready for “E-Voting” as “Cast Vote” page opens.
- (x) Cast your vote by selecting appropriate option and click “Submit” and also “Confirm” when prompted. Upon confirmation, the message, “Vote cast successfully” will be displayed. Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xi) Institutional Shareholders (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned copy (PDF/JPG format) of the relevant Board Resolution / Authority Letter, etc. together with attested specimen signature of the duly authorised signatory (ies) who are authorized to vote, to the Scrutinizer through email on tcokscrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.
- (xii) In case you are already registered with NSDL, you can use your existing User ID and Password for casting your vote.
- (xiii) E-Voting period commences on Sunday, 23rd August, 2015 at 9.00 a.m. and ends on Monday, 21st September, 2015 at 5.00 p.m. The E-Voting module will be disabled by NSDL for voting thereafter.

(B) In case of Shareholders not receiving an email from NSDL but receiving Postal Ballot Form by Post:

- (xiv) Initial password is provided in the Postal Ballot Form.
- (xv) Follow the instructions from (iii) to (xiii) mentioned in item no. 12(A) above for E-Voting.

STATEMENT SETTING OUT MATERIAL FACTS (EXPLANATORY STATEMENT)

(Pursuant to section 102 of the Companies Act, 2013)

The following Statement sets out all material facts relating to Item No. 1 and 2 of the accompanying Postal Ballot Notice.

Item No. 1: Authority to make loan(s) and/or investment(s) and/or to provide guarantee(s) and/or security(ies) to the bodies corporate and/or any other person, situated within or outside the country, as the case may be.

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can give any loan, make investment or give guarantee or provide any security beyond the prescribed ceiling of-

- i) Sixty percent of the aggregate of the paid up share capital and free reserves and security premium account, or
- ii) One hundred percent of its free reserves and securities premium account, whichever is more,

if a Special Resolution is passed by the shareholders of the lending/investing/guaranteeing Company. Since the proposed transactions may exceed the aforesaid limits, thus this resolution is being proposed.

Your Company proposes to grant loan(s)/provide guarantee(s) and/or security(ies)/ make investment(s) to the bodies corporate and/or any other person, situated within or outside the country, in one or more tranches, as the case may be, either through itself and/or through one or more of its subsidiary(ies) including but not limited to acquire 100% of the shares of each of Kuoni Travel (India) Private Limited and Kuoni Travel (China) Limited.

Kuoni Travel (India) Private Limited

Kuoni Travel (India) Private Limited ("Kuoni India") has an attractive business in the travel sector backed by a trusted brand name, and a stable and motivated professional management team. Kuoni India is an outbound travel operator, with corporate travel, inbound travel and MICE (Meetings, Incentives, Conferences and Events) businesses ably supporting it.

Your Company believes that its investment in Kuoni India will allow your Company to diversify its business, expand its product offerings and widen its customer reach. Further, your Company aims to achieve operational and strategic efficiency as a result of synergies from shared resources across businesses and common management. There is a compelling strategic fit which should result in some strong synergies for both, the Company and Kuoni India. Branch network rationalization and integration of the back-end operations will further contribute in improving the profitability of the combined entity. Kuoni India has 21 owned stores, 85 franchises, a network of over 100 preferred sales agents and over 230 customer touch points through corporate travel implants.

Kuoni Travel (China) Limited

Kuoni Travel (China) Limited ("Kuoni Hong Kong"), has attractive business in the travel sector backed by a trusted brand name, and a stable and motivated professional management team. Kuoni Hong Kong is a premium outbound travel operator in Hong Kong.

Through Kuoni Hong Kong, Thomas Cook (India) Limited (Thomas Cook or the Company) will get an access to the growing Chinese travel market and will grow the cruise business in India with tangible economies of scale. Kuoni Hong Kong has 4 Kuoni branded shops at prime high-street locations with plush interiors attracting high end travelers and Partnership with 300 plus independent travel agents in China, Hong Kong and Macau.

These investment(s), loan(s), guarantee(s) and security(ies) are made/ proposed to be made out of own /surplus funds, share capital, internal accruals, etc. and/or such other permissible mode(s), as the Board may deem fit in the best interest of the Company, subject to applicable law and any regulatory approvals, as may be required. The investment(s), loan(s), guarantee(s) and security(ies) will be made on terms and conditions most beneficial to the Company/ at prevailing market rates.

The required details in relation to the loans made, guarantee/ security provided, investments made, from time to time, by the Company will be disclosed in the financial statements of the Company as per the provisions of Section 186 of the Companies Act, 2013 and the rules made thereunder.

The above proposed transaction(s), if construed as related party transaction(s) under any applicable law(s) then approval of the members for the above proposed resolution will be deemed to be obtained for the said transaction(s) without being required to seek any further consent or approval from Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

The Board has accordingly decided to seek the approval of the Members to make loan(s)/ give guarantees and/or security/ make investment(s)/ and recommends the passing of the Special Resolution as set out at Item No. 1 of the accompanying Postal Ballot Notice.

Except to the extent of shares held and/or having a position as a Director or Key Managerial Personnel in its subsidiary companies, as the case may be, none of the Directors, Key Managerial Personnel or their relatives are interested or concerned, financially or otherwise in the Special Resolution as set out at Item No. 1 of the accompanying Postal Ballot Notice.

Item No. 2: Authority to offer, invite subscriptions for secured or unsecured, redeemable Non Convertible Debentures (NCD's), in one or more tranches, on private placement basis.

In order to augment long term resources for financing its working capital requirements, capital expenditure and/ or for other business opportunities, the Company may offer or invite subscription for secured/ unsecured redeemable Non Convertible Debentures (NCD's), in one or more series / tranches on private placement.

The provisions of Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, deals with private placement of securities by a company. The sub-rule (2) of the said Rule 14 states that in case of an offer or invitation to subscribe for NCD's on private placement, the company shall obtain previous approval of its shareholders by means of a Special Resolution only once in a year for all the offers or invitations for such debentures during the year.

Members are requested to note that in the Extraordinary General Meeting of the Company held on 16th September, 2014, approval was obtained for the captioned subject. The said approval is valid for a period of one year from the date of the passing of the Special Resolution for the same. It is to enable the Company to raise funds, as may be required, that the Company has proposed this resolution.

Your Company may offer or invite subscriptions for NCD's on private placement basis, in one or more tranches, during the period of one year from the date of passing of this Special Resolution by the members, within the overall borrowing limits of the Company, as may be approved by the members from time to time, with the authority to Board/Committee to determine the terms and conditions including the issue price of NCD's, interest, repayment, security or otherwise, as it may deem expedient and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board/ Committee shall in its absolute discretion deems fit, without being required to seek any further consent or approval from Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

This resolution enables the Board of Directors of the Company to offer or invite subscription for NCD's upto a sum of Rs. 3,000,000,000/- (Rupee Three Hundred Crore Only) in addition to the existing issued, as may be required by the Company, from time to time, for a year from the conclusion of this Resolution.

The Board has accordingly decided to seek the approval of the Members to offer, invite subscriptions for secured or unsecured, redeemable NCD's, in one or more tranches, on private placement basis and recommends the passing of the Special Resolution as set out at Item No. 2 of the accompanying Postal Ballot Notice.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise in the Special Resolution set out at Item No. 2 of the accompanying Postal Ballot Notice.

Registered office:

Thomas Cook Building,
Dr. D N Road, Fort,
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Website: www.thomascook.in
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Mumbai, 14th August, 2015

By Order of the Board

Rambhau R. Kenkare
FCS-3296

President & Head – Legal & Company Secretary

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